



NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF AVIDLY PLC ON 12 OCTOBER 2022

21.9.2022 09:30:00 EEST | Avidly Oyj | Notice to convene extra. general meeting

NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF AVIDLY PLC ON 12 OCTOBER 2022

Avidly Plc, Company Announcement 21 September 2022 at 9:30 (EEST)

Notice is given to the shareholders of Avidly Plc to the extraordinary general meeting to be held on Wednesday, 12 October 2022 at 10:00 a.m. EET at Avidly Plc's meeting facilities at address Konepajankuja 1, 00510 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at the venue at 9:30 a.m. EET.

A. Matters on the agenda of the general meeting

At the general meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Resolution on the number of members of the board of directors

The board of directors proposes to the general meeting that three (3) ordinary members of the board would be elected for the upcoming term.

Anton Holding II Oy, which after completion of the tender offer made by it shall own over 90 % of the voting rights attached to all shares of Avidly Plc, has requested the board of directors to make such a proposal.

7. Resolution on the remuneration of the members of the board of directors

The board of directors proposes to the general meeting that no remuneration be paid to the members of the board of directors to be elected.

Anton Holding II Oy, which after completion of the tender offer made by it shall own over 90 % of the voting rights attached to all shares of Avidly Plc, has requested the board of directors to make such a proposal.

8. Election of members of the board of directors

The board of directors proposes to the general meeting that John-Matias Uttana, Hampus Nestius and Philip Enckell be elected as members of the board of directors for a term commencing at the close of the general meeting and expiring at the close of the next annual general meeting. The board of directors proposes also that the term of office of the current board of directors shall end upon the close of extraordinary general meeting.

Anton Holding II Oy, which after completion of the tender offer made by it shall own over 90 % of the voting rights attached to all shares of Avidly Plc, has requested the board of directors to make such a proposal.

9. Closing of the meeting

B. Documents of the general meeting

Abovementioned proposals included in the agenda of the general meeting and this notice are available on Avidly Plc's website at <https://investors.avidlyagency.com/en/> on 21 September 2022. The presentation of the board member candidates will be available on the above-mentioned website by 28 September 2022. In addition to being available at the general meeting, copies of above-mentioned documents shall be sent to shareholders upon request.

The minutes of the meeting shall be available on the above-mentioned website as from 26 October 2022 the latest.

C. Instructions for the participants in the general meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 30 September 2022 in the shareholders' register of the company maintained by Euroclear Finland Ltd., shall be entitled to participate in the general meeting. A shareholder, whose shares are registered on shareholder's Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the general meeting, shall register for the meeting no later than 4.00 p.m. EET on 7 October 2022 by giving a prior notice of participation, which shall be received by the company no later than on the abovementioned date.

Such notice can be given:

- by regular mail to Avidly Oyj, Reception, Konepajankuja 1, 00510, Helsinki, Finland;
- by e-mail to egm@avidlyagency.com; or
- by telephone to number +358(0)10 231 9000 Avidly Plc's switchboard on weekdays from Monday to Friday at 9 a.m. EET to 4.00 p.m. EET.

In connection with the registration, a shareholder shall notify shareholder's name, personal identification number/business ID, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Avidly Plc is used only in connection with the general meeting and with the processing of related registrations.

The shareholder, authorized representative or proxy representative of the shareholder shall, where necessary, be able to prove his/her identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which the shareholder would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on 30 September 2022. The right to participate in the general meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 10.00 a.m. EET on 7 October 2022. Registration to the temporary register of shareholders is seen as notification of attendance in the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the general meeting from shareholder's custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the general meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise shareholder's rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents are requested to be delivered in originals to Avidly Plc, Reception, Konepajankuja 1, 00510 Helsinki, Finland before the last date for registration mentioned before.

4. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the general meeting 21 September 2022, the total number of shares in Avidly Plc is 5,369,660 shares from which Avidly Plc possesses 30,123 shares. Shares other than those possessed by Avidly Plc entitle to one (1) vote in the annual general meeting.

AVIDLY PLC

The board of directors

Oaklins Merasco Oy is the Certified Advisor for the company, telephone +358 (0)9 6129 670.

DISTRIBUTION:

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Attachments

- [Download announcement as PDF.pdf](#)